Paramount Pictures

HANDBOOK OF PRODUCTION INFORMATION

"THE SPONGEBOB SQUAREPANTS MOVIE"

Ah, the simple, quiet life of Bikini Bottom, where home is a pineapple and a Krabby Patty is always served hot and fresh just around the corner at the Krusty Krab .....

But starting on November 19th, the world is going to see just how wild things can get in the underwater paradise that SpongeBob SquarePants calls home. When he and his dimwitted best friend Patrick set out on an epic quest, SpongeBob finds himself driving a sandwich on a road trip where he'll discover new worlds, dangerous monsters, and that being a kid isn't such a bad thing after all.

Sporting a fleet of famous voice talent that includes Alec Baldwin as Dennis the hit man, Scarlett Johansson as Mindy the mermaid and Jeffrey Tambor as King Neptune, not to mention a surprise appearance by David Hasselhoff as none other than himself, "The SpongeBob SquarePants Movie" is a cleverly drawn expansion of what has become the most watched kids' show in television history. Co-written/storyboarded by SpongeBob creator Stephen Hillenburg, and featuring the original voice talent from the beloved series, this full-length animated feature is destined to float into the collective consciousness of moviegoers of all ages.

Paramount Pictures presents a Nickelodeon Movies Production in association with United Plankton Pictures, "The SpongeBob SquarePants Movie." Produced and directed by Stephen Hillenburg, written and storyboarded by Derek Drymon & Tim Hill & Stephen Hillenburg & Kent Osborne & Aaron Springer & Paul Tibbitt, the full-length animated feature is based on a story and the series created by Stephen Hillenburg. The film stars Tom Kenny, Bill Fagerbakke, Clancy Brown, Rodger Bumpass, Mr. Lawrence, Alec Baldwin, David Hasselhoff, Scarlett Johansson and Jeffrey Tambor. Julia Pistor is a producer and the executive producers are Albie Hecht, Gina Shay and Derek Drymon.

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This film has been rated PG by the Motion Picture Association of America for some mild crude humor.

FROM THE LITTLE POOL TO THE BIG SCREEN

Yes, there's something fishy at Bikini Bottom and the underwater world's most blissful innocent is about to learn more about life than he ever dreamed possible when he and his starfish pal Patrick go on a thrilling quest to Shell City to salvage King Neptune's stolen crown. Swimming with scary sea monsters, evil villains and ruthless thugs, our irrepressible hero goes where no sponge has gone before in "The SpongeBob SquarePants Movie," a bigger and more absorbent aquatic adventure than the beloved goofball could ever imagine.

SpongeBob's much-anticipated foray onto the big screen delivers the nonstop comedy that fans of the TV series – approximately a third of which are adults – have come to expect, and more. Taking the nautical and often nonsensical adventures of the incurably optimistic sea sponge and his Bikini Bottom buddies to a new level, SpongeBob's creator Stephen Hillenburg now brings the hilarity and heart of the series to this clever, full-length feature. And, by expanding our happy hero's underwater realm, Hillenburg takes his beloved character and his loyal fans to exciting places he never could on the small screen.

"The reason people love SpongeBob is because he is a character who is blissfully unaware of the world around him," says producer Julia Pistor, who also serves as senior vice president of Nickelodeon Movies. "Kids and adults alike really gravitate toward him. I think it's because the world has become a complicated and scary place, so much so that sometimes we'd *all* love to be blissfully unaware."

SpongeBob creator Stephen Hillenburg never expected that a character shaped like a kitchen sponge would be so universally appealing, but the fact remains, the little yellow guy definitely rules. "You don't make something that you think will make your friends laugh and expect it to go crazy like this," laughs Hillenburg. "It's totally unimaginable."

Yet the TV series began to snowball into an astounding word-of-mouth success among viewers and critics alike. As Joyce Millman of *The New York Times* once declared: "It's the most charming toon on television, and one of the weirdest. And it's also good, clean fun, which makes sense because it is, after all, about a sponge."

In fact, Nickelodeon's "SpongeBob SquarePants" hits that delicate balance between adult humor and childhood innocence. Kids like the series because it's funny, and adults admire the spatula-wielding protagonist, who wakes up happy every morning just to flip Krabby patties, because of the wickedly clever writing. Given the witty satire that is never mean-spirited, it's no surprise, that the yellow square enjoys such enormous popularity among college students and many grownups across the country. And, with the movie's bigger storyline, which takes SpongeBob and his starfish sidekick Patrick on an otherworldly road trip where both their courage *and* their friendship is tested, SpongeBob's popularity is certain to overflow to an even wider audience.

The main theme of the film is about integrity and about believing in who you are so you can accomplish anything you set your sights on. "Ultimately the movie is about how SpongeBob embraces his kid-ness," explains Hillenburg. "In fact, in spite of how much SpongeBob wants to be a 'man,' in the end, it's his kid-like mentality that saves the day."

"It's definitely a buddy movie, delving deeply into the friendship of these two goofy characters, into the purity of their souls, and into

how much they are truly *there* for each other," says Pistor. "I mean, there's a scene at the end that I've seen a million times and I cry every time. So we deliver absurdity and laughter, but also, like the show, a tremendous amount of heart."

The feature film is a big journey for SpongeBob — a coming of age story — but the filmmakers were mindful not to stray far from the lighthearted, kid-like mentality that is SpongeBob's essence.

"The movie confirms the same principle of the series, which is that innocence is something to be celebrated," says Hillenburg, who wrote and directed the film. "On top of that, it's really very funny."

Getting laughs merely from the gravelly voice he uses to portray Dennis the hit man, is Oscar®, Golden Globe and Emmy nominee Alec Baldwin, who has great admiration for children's programming and "SpongeBob SqaurePants" in particular.

"Everything has to line up perfectly with a cartoon," observes Baldwin. "The animation, the voices, the script, the rules that apply to this particular cartoon world, or lack thereof – they all have to be right. And these guys really nailed it."

While Dennis is SpongeBob's nemesis, Mindy the mermaid, voiced by Golden Globe nominee Scarlett Johansson, is one of SpongeBob's biggest champions in the film, not to mention Patrick's first crush. To Johansson, voicing a cartoon character was a fun challenge.

"The voice director kept asking me to get sillier, louder, faster and goofier, until at one point I had to tell him that this is absolutely the *opposite* of what I normally do," laughs Johansson, known for her stirring performances in "Lost in Translation" and "Girl with a Pearl Earring." "But working with all the veteran voice talent, who just have such a great time, I loosened up, got silly, and had a great time, too!"

A four-time Emmy nominee for his role in "The Larry Sanders Show," Jeffrey Tambor, who uses his booming voice to bring Mindy's father King Neptune to life, says he's become something of a "cultural icon" to his family for being in SpongeBob's first movie, which he considers to be wonderfully irreverent.

"This part was made for me – an insecure bald man!" laughs Tambor. "I love the humor. It's outside the box, cutting edge and not afraid to be sophisticated or silly. I think the movie is through-the-roof entertaining. You'd have to be a card-carrying curmudgeon not to enjoy it."

Making a surprise guest appearance as himself, David Hasselhoff couldn't agree more. "When Steve Hillenburg asked me to be in this film I told him that I didn't care what the part is, I'm in because when I mentioned the word 'SpongeBob' around my house, all my kids go crazy," says the "Baywatch" star. "I've seen the TV show myself and I love it. I think it's a really positive thing for kids, and so I was really honored to get to be involved with the film."

Like many of SpongeBob's adult fans, Tom Kenny, who has voiced SpongeBob since the character's creation in 1999, says he's inspired by his own kids who help him to tap into his inner child.

"This movie really speaks to the kid in all of us, and that's why I think it will stand the test of time," says Kenny. "Like a lot of kids trying something beyond their usual realm, SpongeBob and Patrick are going on the quest of their lives and they're afraid that they might not be ready for it. They go back and forth between that fear and being full of bravado, which is sort of how kids experience things."

For the filmmakers and cast, mostly veterans of the original series, this larger canvas of the movie is an opportunity to explore character traits but not to change them. Although SpongeBob goes where he's never gone before, he remains as blissful and unaffected as he's always been. He's not influenced in the least by pop culture, and yet he's actually become a part of pop culture in much the same way that other comedic characters have in the past.

"I think the source of SpongeBob's humor is classic and that's always appealing," says creator/director/co-writer/producer Stephen Hillenburg. "Laurel and Hardy are among my strongest influences, and I think they're perfect examples of two naïve, kid-like characters that are still funny today. In fact, they're a lot like SpongeBob and Patrick, walking around in their own little world and causing a fine mess!"

BRINGING LIFE TO BIKINI BOTTOM

The deepest experiences in Stephen Hillenburg's young life seemed to flow together to create the spongy world of Bikini Bottom. Starting with his love for Jacques Cousteau documentaries as a child, he then got his college degree in natural resource planning with an emphasis in marine resources. After that, he taught kids marine biology at a marine science center.

"I learned a lot from teaching kids," remembers Hillenburg, who made sure all the lessons he taught were interactive, entertaining, exciting and fun. "Kids are not really given credit for how intelligent they are."

Inspired by "Laurel and Hardy," "Beany and Cecil" and "Ren and Stimpy," Hillenburg then took his interests in humor, drawing and painting to an M.F.A. degree in experimental animation at the California Institute of the Arts. He also became an avid follower of independent films and international animation festivals. This led to his first job in animation, as a writer and creative director of "Rocko's Modern Life," an earlier Nickelodeon series. It was on this show that he met many of the voice artists, animators and writers who would eventually form the creative team, first for the "SpongeBob SquarePants" TV show in 1999, and subsequently for the movie.

The voice of SpongeBob himself, Tom Kenny remembers the day he was first introduced to the character that was not only a household item, but would soon become a household name.

"Steve and I found we share a similar sensibility and sense of humor while working on 'Rocko,' so he kept me in mind for this thing he'd been doodling around with for a long time," recalls Kenny. "I'll never forget the day he invited me over to finally see what had been percolating in his brain. It was just wonderful. He'd drawn all the characters and beautiful watercolor paintings of SpongeBob's home in a pineapple, Squidward's tiki head house and Mr. Krab's restaurant, the Krusty Krab. He'd even made up a little 'bible,' written descriptions of each character. It was all fully formed and right there and he was just looking for somebody to give voice to the lead character. Luckily, I was the one he chose."

When Hillenburg pitched the idea to Nickelodeon – acting out all the lines in his own voice with gestures and facial expressions – he got the go-ahead right on the spot. In fact, Nickelodeon celebrated its 20th birthday in 1999 with its debut of "SpongeBob SquarePants," the company's premier entrée into original first-run programming on Saturday morning. Today, SpongeBob's square yellow body that's almost all face, have brought viewers numbering 60 million to tune in every week.

Some have ventured to say the simplicity of the graphics attracts the younger audiences. After all, a box with legs or a star with a face is standard fare among beginning artists. And as for why SpongeBob draws an adult audience, some say it's because the show is free of cynicism. Its creator differs.

Indeed Stephen Hillenburg doesn't agree at all with the squeaky-clean perception of the character, the show *or* the movie. "It's too strange to be called simplistically pure," he says. "I think SpongeBob's unconquerable sense of play butting up against the real world is what drives the show and makes it just surreal and silly enough for a wide range of people."

Juxtaposing SpongeBob's incurable optimism with the depressive Squidward's equally unwavering pessimism is just one of the hyperbolic contrasts that makes for limitless comedic possibilities in "The SpongeBob SquarePants Movie." There's also the money-grubbing Mr. Krabs – the polar opposite of SpongeBob – who would actually *pay* for the privilege of working over his beloved grill, not to mention the deviously power-hungry Plankton and his hit man Dennis (Alec Baldwin) to add to the fun.

Hillenburg explains that the film offers an expanded range of characters – some who behave badly, some who don't. "What I tried to do was infuse a running theme that instills the idea that impatience and violence are not ways to handle things. Mindy, for example, promotes the idea of love and compassion in how she convinces her heavy-handed father to give SpongeBob and Patrick more time to make good on their goal. On the other hand, Plankton and his crew of bad guys try to accomplish things by bullying, which is not how we want our kids to solve their problems. With what's going on in today's world, I think the movie is right on-target."

VETERANS OF THE DEEP

Without the veteran voice talent behind "SpongeBob SquarePants," not to mention all the creative minds that have collaborated on both the series and film, creator Stephen Hillenburg says he'd literally be "sunk."

"I really don't think SpongeBob would have taken off the way he did without my co-writer and co-director Derek Drymon," says Hillenburg. "He's my right arm, my first mate. Without him and our great cast, who are so much fun to work with, there would be no SpongeBob."

As for the voice of the only sponge that can call himself a star, Hillenburg says Tom Kenny literally embodies the character. "Tom's the one that elevated SpongeBob to something that lives beyond the page, the paper, the film, the cel. He's absolutely irreplaceable. It would be like Bugs Bunny without Mel Blanc."

While Kenny might be able to flex SpongeBob's voice with a range of expressions equal only to the numerous ways his character can morph his porous yellow body, the veteran voice actor is as modest as his squeezable role model.

"SpongeBob is such a treat to perform because it's all on the page and in the story-boards," says Kenny. "It's easy to get lost in him because the way he acts makes its own crazy kind of sense. Sure, he's fundamentally goofy and maybe a little dim, but he's still thought of in a loving way."

Truly not the brightest star in the sea, SpongeBob's best friend Patrick is a pink starfish who spends his time clinging to the bottom of his rented rock. In fact, he numbers eating, sleeping and lying dormant among his hobbies. But in his first big buddy adventure movie, he gets more action than he's ever had in his life.

"I think SpongeBob and Patrick have a perfect kind of yin-yang relationship, and they bounce off each other really well," observes Bill Fagerbakke, who gives voice to the five-pointed star. "Besides their harmonious friendship, their voices also blend well together — SpongeBob with his high voice and Patrick with his bass. They're a great team, like kids without parents who take care of each other."

Working alongside SpongeBob at The Krusty Krab, Squidward Tentacles is an embit-tered, whiny, aloof, stick-in-the-mud octopus who would rather be playing his clarinet with the Bikini Bottom Philharmonic. Squidward lives his life annoyed by everyone around him, but no one irritates this sourpuss more than SpongeBob.

"I always liken him to Mr. Wilson, the cranky guy who lived next door to Dennis the Menace," says Rodger Bumpass, who voices the curmudgeon-like character. "He's cranky, fancies himself as more intelligent than anyone else, and he's constantly perturbed by the insanity that surrounds him. He really dislikes SpongeBob, but down deep, I think he sort of likes him, though he'd never admit it."

Creator Stephen Hillenburg says that Squidward is sort of an anti-SpongeBob: never hopeful and always looking for the down side of things. "Squidward is such a *likable* unlikable guy," Hillenburg adds with a laugh. "He's so fun to have in the scenes with these optimistic nincompoops."

Causing great disruption to both Squidward and SpongeBob's life is their boss Mr. Krabs, who chooses the cantankerous squid over the merry sponge for a promotion. But while some employees might write off their boss for such an action, SpongeBob remains loyal as ever, and even risks his life for the boss who underestimated him.

Clancy Brown, who voices Mr. Krabs, says the character is funny and scary at the same time. "He's not really a good guy or a bad guy," says Brown. "He *is*, however, driven and motivated by money and the acquisition of money"

Finally, one character who is definitely a bad guy – actually the tiniest *big* villain on film – is the almost invisible, one-eyed organism named Plankton. Taking on a highly visible role for such a microscopic fellow, the unhappy owner of the Chum Bucket, Bikini Bottom's most *unsuccessful* restaurant, vents the frustration he's felt throughout the TV series when he unleashes his diabolical ambition and tries to take complete control of Bikini Bottom!

"Plankton is a tiny amoeba, a little Cyclops, with a big Napoleon complex," says Doug Lawrence (aka Mr. Lawrence), whose deep voice embodies the diminutive character. "He's the smallest and greatest villain I've ever had the opportunity to play."

Hillenburg, who also directs the voices in the movie, recalls, "I wanted this little guy Plankton to have a booming, mature voice like Gregory Peck. So when Doug did Peck's voice mixed with Tony the Tiger, I knew I had the bad guy I wanted."

With the veteran voice talent from the TV series stretching their vocal cords to the hilt and the guest talent spicing things up with brilliant new characters, "The SpongeBob SquarePants Movie" has gone well beyond Hillenburg's dreams.

"This story takes the characters to physical and emotional places they could never have gone in the series," says Hillenburg. "Actually, the film kind of reminds me of those wonderful animated shorts they used to have before the feature began, only this is a full-length feature in itself!"

ABOUT THE MUSIC

"The SpongeBob SquarePants Movie" may not be a musical, but there are some important musical elements that enhance the running theme in the story. For example, when SpongeBob and Patrick sing in the sea monsters' trench, "Now That We're Men," they are showing off their childlike bravado. Then, when they break down and just *have* to sing the Goofy Goober Ice Cream jingle, they're illustrating they're really

just silly kids at heart. Finally, the guitar solo at the story's end goes right to the heart of the central theme that speaks to moviegoers young and old, as SpongeBob sings: "So when you're thinking that you'd like to be like me, go ahead, try — a kid inside will set you free!"

The Flaming Lips and Wilco are among the cutting edge bands highlighted on the film's soundtrack. Set for release November 9th, "The SpongeBob SquarePants Movie: Music From The Movie And More" album spotlights new material especially written for film by some of the most acclaimed young bands in modern music. It also features a performance of the "SpongeBob SquarePants Theme" by singing sensation Avril Lavigne, vocals from the international cartoon superstar himself and his best friend Patrick, as well as actual and animated artists.

Among the new songs written and performed for the film is "SpongeBob & Patrick Confront the Psychic Wall Of Energy" by the Grammy-winning group The Flaming Lips, whose latest release *Yoshimi Battles The Pink Robots* is one of the most critically acclaimed albums of recent years.

"SpongeBob is the mutant offspring of the Beatles' 'Yellow Submarine,'" remarks The Flaming Lips Wayne Coyne. "Having spent most of my youth working at a fast-food fish joint, I can totally relate, without any irony, to the nobility of SpongeBob's dream to someday be the restaurant manager."

Also highlighted is "Just A Kid," by Wilco, whose latest Nonesuch Records release, *A Ghost Is Born* has earned rave reviews internationally and is rapidly approaching gold status. Comments Wilco's Jeff Tweedy: "I fell in love with SpongeBob when I heard him describe the darkness at the bottom of the sea as 'advanced darkness.' Besides, how could I *not* write a song for the movie? It automatically makes me the coolest dad on the block."

The soundtrack to the album for "The SpongeBob SquarePants Movie" also features the all-new originals "They'll Soon Discover" by The Shins, whose latest SubPop Records LP, *Chutes Too Narrow* has been called "a leftfield pop genius stunner"; "You Better Swim" by heavy metal legend Motorhead and "Goofy Goober Song" produced by Mike Simpson, as well as the previously released "Ocean Man" from Ween.

Tom Kenny, as the voice of SpongeBob SquarePants, performs "The Best Day Ever," while Bill Fagerbakke, as the voice of Patrick Starfish, weighs in with "Under My Rock." SpongeBob and Patrick also come together for the duet "Now That We're Men."

Other standout selections on the soundtrack album include "Prince Paul's Bubble Party" as performed by The Waikikis; Prince Paul & Wordsworth, "Goofy Goober Rock" derived from Twisted Sister Dee Snider's "I Wanna Rock" and performed by Tom Rothrock with Jim Wise; "Bikini Bottom" by Electrocute and two versions of the "SpongeBob SquarePants Theme."

Jeffrey Tambor (King Neptune) truly understood the importance of music to the world of Bikini Bottom. "One day, during a recording session, we were taking a break and it was almost like a jazz session," marvels Tambor. "Everybody was doing something different with his or her voice. Some made funky little sounds, others basso booms — it reminded me of sitting around with jazz musicians riffing."

Producer Julia Pistor remembers one particular dance sequence in the middle of the film that reminded her of something out of Busby Berkeley's "42nd Street" and musicals of that ilk.

"Here are two loveable guys, SpongeBob and Patrick, on their quest to save Bikini Bottom, and they stumble down into the deepest darkest trench full of outrageous-looking monsters," says Pistor, "and what do they do? They sing a song about being men, and it's so compelling that the monsters start singing with them! It's *very* funny."

Stephen Hillenburg observes that the musical interludes help kids ease off the feeling of dread and just add to the humor for the adults. "I mean, it's scary, with all these colorful monsters, killers and thugs, but it makes for good comedy when they unwittingly do all this silly stuff."

Composer Gregor Narholz, who scored the music for the series, composed music score for the movie as well. In addition, Jeff Hutchins, who won Golden Reel Awards for Best Sound Editing in Television Animation for the "SpongeBob SquarePants" series four years in a row, is the film's supervising sound designer.

Sound is magnified underwater. It seems to come out of the peaceful silence and seems to function almost like a visual shape unto itself, so it's not surprising that SpongeBob's very visual creator has consistently focused a lot of time and attention on sound effects.

"Sounds contribute so much to animation. A silent pause or a carefully placed blip can be subtle, but often we can get a good laugh out of it," says Hillenburg. "By adding ambient sound to the movie – such as water tank sounds – it can reverberate throughout the whole theater, and I think audiences are going to feel like they're right underwater hanging out with SpongeBob!"

ANIMATION EXPERTISE

Creator Stephen Hillenburg gathered together people he'd worked with before – his SpongeBob *family* – to launch the feature film because as far as he was concerned, they knew the characters the best. "The voice artists of Bikini Bottom all have their own little ticks and interesting nuances," muses Hillenburg appreciatively. "It's like a signature."

Though the production team doesn't use plastic cels anymore, as they did in the show's first season, the series and the movie still use hand-drawn animation. "A drawn aesthetic is what I like," says Hillenburg. "It fits what we're doing in the movie and adds dimension to the humor. You infuse a more human element to character when you draw it by hand. This old-fashioned way is right for SpongeBob because it's

the best way to stretch the humor to the far reaches of absurdity while keeping the characters approachable."

The immediacy and vitality of SpongeBob's first movie matches that which is usually associated with independent films. This is because of the trusting relationship built between the series' creator Stephen Hillenburg's United Plankton Pictures and producing partners, Paramount and Nickelodeon. And it also stems from the lively, in-the-moment method by which Hillenburg's creative team writes and draws the story.

"They draw and write at the same time," marvels producer Julia Pistor. "It's very spontaneous and very time-consuming, but definitely a labor of love."

The star of the film, SpongeBob himself, voice actor Tom Kenny agrees. "Steve Hillenburg believes in creative freedom and he has a very Tolkien-esque attention to the detail of the world he's created. It's *his* universe so he imbues it with *Steveness,* and then he's very amenable to letting all the creative people around him bring the best that they're capable of to the party. It's a wonderful way to work."

Tapping into the playful whimsicality of SpongeBob's world on the big screen gave filmmakers the chance to give fans what they like about the series in a larger format.

"I feel like the look of the whole film suggests a place you'd want to go," says production designer Nick Jennings.

"The color is just beautiful," adds executive producer Derek Drymon. "It strikes me as an impressionistic kind of style, very loose and you can see the paint strokes and the splatter. You really feel the depth of the ocean more than you do on the TV show. It's truly like looking into an aquarium."

"The art director added imperceptible shadows that make the characters, who are now bigger on screen, more three-dimensional," says Hillenburg. "Still, even though Sponge and his pals do have a little more volume, audiences will retain the familiarity they've always had with them. It was our idea to widen the scope of SpongeBob's world but keep him the same goofy guy that fans have come to love."

ABOUT THE VOICE TALENT

TOM KENNY (voice of SpongeBob SquarePants) is also familiar to Nickelodeon viewers as the voices of Dog in "CatDog" and Heffer in "Rocko's Modern Life." Kenny's other television voice work includes the primetime animated series "Dilbert" and "Futurama," along with "Dexter's Laboratory," "Johnny Bravo," "Cow and Chicken," "Powerpuff Girls," "Toonsylvania," "Mad Jack the Pirate," "I Am Weasel," "Mission Hill," "Top Cat" and "Godzilla: The Animation Series." Kenny also voiced a cartoon version of himself on Comedy Central's "Dr. Katz."

In his stand-up comedy persona, Kenny appears at comedy clubs across the country and has appeared on such television shows as "The

Late Show with David Letterman," "Late Night with Conan O'Brien," "Premiere Blend," "Stand-Up Showcase" and "Comic Strip Live." Kenny has been a regular cast member of HBO's critically acclaimed sketch program "Mr. Show with Bob and David" and occasionally appears as the office loser, Persky, on "Just Shoot Me." He has also guest-starred on "The Drew Carey Show," "Brotherly Love" and "Unhappily Ever After." Kenny creeped out audiences as the evil Binky the Clown in the cult film "Shakes the Clown," and starred with his wife (Jill Talley) in the Smashing Pumpkins' award-winning video for their song "Tonight, Tonight."

An aficionado of old blues, jazz, country and rockabilly music, Kenny occasionally moonlights with his band, performing songs from his extremely obscure record collection. He lives in Los Angeles with his wife, son, McKinley and his daughter, Nora.

BILL FAGERBAKKE (voice of Patrick Starfish) is best known for his portrayal of Dauber in ABC's long-running comedy series "Coach." His other television credits include a starring role in the Stephen King miniseries "The Stand" and guest roles in "Oz," "Sabrina The Teenage Witch," "The Love Boat: The Next Wave, " "The District" and "Burke's Law." His distinctive voice has also been heard in Disney's animated feature film "The Hunchback of Notre Dame" and the television series "Gargoyles: The Heroes Awaken," "Lloyd in Space" and "Jumanji." His feature film credits include roles in "Funny Farm," "Loose Cannons," "The Secret of My Success," "Dumb and Dumber" and "Perfect Strangers."

RODGER BUMPASS (voice of Squidward Tentacles) has voiced roles on numerous animated films and television series. His additional voice credits include roles on "Invader Zim," "Chalkzone," "Where On Earth Is Carmen San Diego," "The Kids In Room 402," "Rugrats," "Angry Beavers" and "Catdog." His other credits include the animated films "A Bug's Life," "Monsters Incorporated," "Tarzan," "Spirited Away," "Treasure Planet," and "Hercules," to name a few.

Also, he appears on camera in National Lampoon's "Cousin Eddie's Christmas Vacation," Hallmark Channel's "Just Desserts," "Santa Jr.," "A Boyfriend for Christmas" and "The Good Friday Murders."

DOUG LAWRENCE (voice of Plankton), aka Mr. Lawrence, is an animator cartoonist in his own right, and was a writer on the "SpongeBob SquarePants" series beginning in its first season. He also worked on "Rocko's Modern Life," as a director and a storyboard artist.

In addition, as a tenor saxophonist, since 1978 Doug Lawrence has become one of the most accomplished musicians of his generation, working and recording with the giants of jazz, including Benny Goodman, Dizzy Gillespie,

Sarah Vaughan, The Count Basie Orchestra, and many others. Lawrence has toured the world playing at the most renowned concert halls, jazz clubs, including Carnegie Hall, Lincoln Center, Kennedy Center, The Hollywood Bowl and at innumerable jazz festivals. He has played for four American presidents, including both inaugural balls for President Clinton and the Royal Families of England, Monaco, Spain and Sweden. With his prestigious special events orchestra, "The Doug Lawrence Orchestra," he has appeared with such headliners as Diane Schuur, Jennifer Holliday and Cleo Laine and on more than 100 recordings.

ALEC BALDWIN (voice of Dennis, the hit man) last appeared on stage in The Roundabout Theatre Company's 2004 Broadway revival of Hecht and MacArthur's "The Twentieth Century." His other stage appearances include "Gross Points (Bay Street Theatre, 2001). BROADWAY: "A Streetcar Named Desire," directed by Gregory Mosher (Tony Nomination). Joe Orton's "LOOT," directed by John Tillinger (Theatre World Award). Caryl Churchill's "Serious Money." OFF-BROADWAY: "Macbeth," in the 1998 New York Shakespeare Festival production, directed by George C. Wolf. "Prelude to a Kiss" at Circle Rep, directed by Norman Rene (Obie Award). David Mamet's "Life in the Theatre" at the Hartman, directed by A.J. Antoon.

On film, Baldwin has appeared in "The Cooler" (Academy Award® Nomination, Screen Actors Guild Nomination, Golden Globe Nomination), "Cat in the Hat," "Along Came Polly," "Pearl Harbor," "State and Main," "Thomas and the Magic Railroad," "Outside Providence," "The Edge" with Anthony Hopkins, "Mercury Rising," "Ghosts of Mississippi," "The Juror," "Heaven's Prisoners," "The Shadow," "Malice," "Glengarry Glen Ross," "Prelude to a Kiss," "The Hunt for Red October," "Great Balls of Fire," "Alice," "Miami Blues," "Working Girl," "Talk Radio," "Married to the Mob," "Beetlejuice," "She's Having a Baby," among others. Baldwin recently completed shooting the feature film "The Last Shot" with Matthew Broderick, written and directed by Jeff Nathanson.

Baldwin began his career in daytime television on the NBC series "The Doctors." He went on to numerous television roles including "Knot's Landing" on CBS and "Dress Gray," an NBC mini-series. Baldwin produced and starred in the film "The Confession" (winner of the Writer's Guild Award for Best Adapted Screenplay) that was released by Cinemax Television. He co-produced and starred in the TNT television miniseries "Nuremberg: Infamy on Trial." Baldwin was nominated for an Emmy for his role as Secretary of Defense Robert McNamara in "Path to War," an HBO Films production, directed by the late John Frankenheimer.

Baldwin is also involved in several causes related to public policy. He is a board member of People for the American Way. He also serves on the board of the Carol M. Baldwin Breast Cancer Research Fund, sponsored by Stonybrook

University in honor of his mother. Baldwin is a member of the NYU Tisch School of the Arts Dean's Council and serves on Bay Street Theatre's Board. He is a board member of the New York Shakespeare Festival, and a dedicated supporter of various animal rights groups.

A native of Massapequa, Long Island, Baldwin is a graduate of the New York University Tisch School of The Arts (BFA). He studied acting at the Lee Strasberg Theatre Institute under Elaine Aiken. He also studied with Mira Rostova. He has a daughter, Ireland Eliesse Baldwin.

DAVID HASSELHOFF (Himself) is one of the most recognized faces on television throughout the world. Named one of TV's "Ten Most Powerful Stars" by *TV Guide*, and "Most Watched TV Star" by the Guinness Book of World Records, he is also one of the busiest actors today. Hasselhoff is not only the star and an executive producer of the hit syndicated series "Baywatch," but is also a director, an accomplished singer, and a popular international recording artist. Moreover, he has added Broadway star to his long list of achievements by taking on the title role in "Jekyll & Hyde."

Hasselhoff first came to the attention of the viewing public when he starred as Dr. Snapper Foster on CBS' soap opera "The Young & The Restless." During his six-year tenure, he became one of the most popular leading men on daytime television and earned a huge fan following. He went on to star for four years as Michael Knight on NBC's "Knight Rider," which garnered him a People's Choice Award for most popular actor.

The success of "Knight Rider" laid the groundwork for Hasselhoff's next mega-hit, "Baywatch," a piece of American pop culture and an international phenomenon. In addition to his acting and executive producing duties on the show, he made his directorial debut with "Come Fly with Me," one of the series' highest rated episodes. During his career, Hasselhoff has appeared in numerous other television projects, including "Just Shoot Me," "Yes, Dear," "One True Love," "S.H.I.E.L.D.," "Gridlock," "Avalanche," "Knight Rider 2000," "The Cartier Affair," "Terror on the London Bridge," and "The Ring of the Musketeers."

In addition to "The SpongeBob SquarePants Movie," Hasselhoff has recently appeared in the hit comedies "Dodgeball: A True Underdog Story" and the John Waters' film "A Dirty Shame." This summer, he made his debut on the London stage, to great critical acclaim, as 'Billy Flynn' in the smash-hit revival of "Chicago."

With more than a decade of work under her belt, double Golden Globe nominee and BAFTA winner **SCARLETT JOHANSSON** (voice of Mindy the Mermaid) has proven to be one of Hollywood's most talented young actresses. Johansson received rave reviews, numerous accolades from top film critics (including Boston and Los Angeles), and a "Best Actress" Award at the Venice Film Festival for her starring role

opposite Bill Murray in "Lost in Translation," the critically-acclaimed second film by director Sofia Coppola. In the same year, Johansson also portrayed the title character in "Girl With a Pearl Earring," a film adapted from the novel of the same name about the painter Johannes Vermeer (Colin Firth).

After Johansson voices Mindy in "The SpongeBob SquarePants Movie," she will follow with Shainee Gabel's "A Love Song for Bobby Long" (opposite John Travolta). Johansson recently wrapped production on the Weitz brothers' "Synergy" (set to open in New York/Los Angeles on December 29th) and on "A Good Woman," with Tom Wilkinson and Helen Hunt. She will soon begin working on "Mission: Impossible 3," opposite Tom Cruise.

At the age of 12, Johansson attained worldwide recognition for her performance as Grace Maclean, the teen traumatized by a riding accident in Robert Redford's "The Horse Whisperer." She went on to star in Terry Zwigoff's "Ghost World," garnering a "Best Supporting Actress" award from the Toronto Film Critics Circle. Johansson was also featured in the Coen Brothers' dark drama "The Man Who Wasn't There," opposite Billy Bob Thornton and Frances McDormand. Her additional credits include Rob Reiner's comedy "North;" the thriller "Just Cause," with Sean Connery and Laurence Fishburne; and a breakthrough role in the critically-praised "Manny & Lo," which earned her an Independent Spirit Award nomination for "Best Female Lead."

A New York native, Johansson made her professional acting debut at the age of eight in the off-Broadway production of "Sophistry," with Ethan Hawke, at New York's Playwright's Horizons.

JEFFREY TAMBOR (voice of King Neptune) has been a powerful talent in the entertainment business for decades. He was first noticed in "And Justice For All" in 1979, when he appeared opposite Al Pacino. Since then he hasn't stopped working, having appeared in more than 100 quality TV and Motion Picture projects to date. His most recent feature films are "Hellboy" and "How the Grinch Stole Christmas."

Tambor won 2004 Golden Satellite Award for Best Performance by an Actor in a Supporting Role in a Series, Comedy or Musical, for his role in the Emmy nominated series "Arrested Development." Television viewers will also recognize him from his role as Hank in "The Larry Sanders Show." Tambor is an excellent acting teacher and teaches a weekly class in Los Angeles.

ABOUT THE FILMMAKERS

STEPHEN HILLENBURG (Creator/Director/Producer/Writer/Storyboard) is the creator and executive producer of "SpongeBob SquarePants," one of Nickelodeon's most popular animated series. Hillenburg graduated from the California Institute of the Arts with a master's

degree in experimental animation in 1992. His undergraduate degree, from Humboldt State University was in natural science with an emphasis in marine biology. Prior to becoming a filmmaker, Hillenburg worked as an exhibit preparator and science educator for kids where he says he had the chance to see how enamored kids are with undersea life, especially tide pool creatures. By combining this knowledge with his love for animation, he came up with "SpongeBob SquarePants."

As a graduate student, Hillenburg made several independent animated films, including "The Green Beret" and "Wormholes," which have been exhibited internationally in such festivals as Annecy, Hiroshima, Ottawa, Oberhausen and the Los Angeles Animation Celebration.

He also served as creative director on the Nickelodeon animated series "Rocko's Modern Life," in that show's last season.

This year (2004) "SpongeBob SquarePants" garnered an Emmy nod for Outstanding Animated Program Under One Hour, as it did last year for Outstanding Animated Program and in 2002 for Best Children's Program. That same year, the series won the Television Critic's Award for Best Children's Program. In 2003, Comedy Central nominated the show for its "Commie Awards" in the category of Funniest Animated TV Series. Also in 2002, Hillenburg was the recipient of the Princess Grace Foundation's Statue Award in film.

In 2001, Hillenburg was honored by Heal the Bay (Southern California's premiere environmental public interest group) with the organization's highest honor, the Walk the Talk Award. He received this award for elevating marine life awareness through "SpongeBob SquarePants."

Hillenburg enjoys surfing, fish watching and playing music badly with his friends. He and his family live in Southern California.

DEREK DRYMON (Writer/Storyboard/Executive Producer/Sequence Director) has been creative director for the "SpongeBob SquarePants" television series since 1999 when it began, and the teammate Stephen Hillenburg calls "my right arm, my first mate for the entire series." Additionally for Nickelodeon, Drymon has been storyboard director for "Hey Arnold!" and "Rocko's Modern Life," for which he was also assistant director. Drymon has also been a writer for the series "CatDog."

TIM HILL (Writer/Storyboard) helped Stephen Hillenburg form the "bible" for "SpongeBob SquarePants" pilot, and has been a writer on the series since its inception, in 1999. Before that, he was a writer for Nickelodeon's "Rocko's Modern Life." An experienced filmmaker, Hill was the director of "Whoopi's Littleburg" this year for television. Hill also directed "Max Keeble's Big Move" (2001), "Muppets From Space" (1999), "Action League Now!!" (1997) and "Exit 57" (1995).

KENT OSBORNE (Writer/Storyboard) has been a writer on "SpongeBob SquarePants," bringing his ideas and knack for dialogue to the series, since its inception, and throughout the moviemaking process. He is also the host of "Movie Lounge" on TBS on Saturday nights. As an actor, Osborne has appeared in "Open House" (2004), "I Am Stamos" (2004), "Herd" (2000), "Dropping Out" (2000), "Knock Off" (1998) and "School Ties" (1992).

AARON SPRINGER (Writer/Storyboard), was the storyboard director and among the original writers for the "SpongeBob SquarePants" series. A gifted cartoonist, he is known for "coming up with the most outrageous jokes and hilarious drawings for the show," according to its creator Stephen Hillenburg. Springer was also an animator for the 1999 TV series "The Goddamn George Liquor Show."

PAUL TIBBITT (Writer/Storyboard) has been a writer for the "SpongeBob SquarePants" series since it started, and now brings his flair for absurdity to the movie. He wrote some of Stephen Hillenburg's favorite episodes, tapping into the soul of SpongeBob, and produced a few more episodes while the movie was being made. Tibbitt's other television credits include the 2002 movie "Super Santa in South Pole Joe," for which he was prop designer.

JULIA PISTOR (Producer) is Senior Vice President of Nickelodeon Movies, a position she has held since 1994. In this capacity, she oversees development and production for Nickelodeon's feature films based at Paramount Pictures. Pistor is currently working on a feature film version of the best-selling book series *A Series of Unfortunate Events* by Lemony Snicket. Most recently, she served as executive producer of two Academy Award®-nominated films, "The Wild Thornberrys Movie" in 2002 and "Jimmy Neutron: Boy Genius" in 2001, as well as for "Rugrats Go Wild" in 2003.

Pistor served as executive producer for Nickelodeon's "Rugrats in Paris: The Movie," which grossed more than $100 million worldwide, and was a producer for Nick's sci-fi adventure "Clockstoppers" and the live-action hit "Snow Day." Additionally, she co-produced the company's first animated feature in 1998, "The Rugrats Movie," which grossed more than $150 million worldwide.

Pistor was integral to the early success of Nick Movies, having served as executive producer of the 1997 Nickelodeon movie "Good Burger," starring Kenan Thompson and Kel Mitchell, and as associate producer of the company's first feature in 1996, "Harriet the Spy," starring Rosie O'Donnell and Michelle Trachtenberg.

ALBIE HECHT (Executive Producer) is President, Spike TV, a division of MTV Networks. Prior to assuming that role in January, 2003 he served as President Film and TV Entertainment, Nickelodeon. There, he led Nickelodeon's production and development activities in television and movies, leveraging the strength of Nickelodeon's resources, key relationships and opportunities in both areas. Hecht also oversaw Nickelodeon's talent relations activities on both coasts, building and strengthening the company's relationship with producers, directors, writers and stars of film and TV.

Under Hecht's leadership, Nickelodeon Movies released an impressive slate of live-action and animation projects, achieving the division's goals of creating star-driven family movies and animated features that bring extraordinary characters and situations to everyday contemporary life. Most recently, Hecht served as executive producer on "Lemony Snicket's A Series of Unfortunate Events," based on the best-selling book series.

Hecht also executive-produced the Academy-Award®-nominated "The Wild Thornberrys Movie" in 2002 and "Rugrats Go Wild" in 2003. He served as producer of the Academy Award ,-nominated "Jimmy Neutron: Boy Genius" in 2001 and as executive producer on the live-action sci-fi adventure, "Clockstoppers," the animated adventure, "Rugrats in Paris" and the mega-hit, "The Rugrats Movie." Hecht also served as producer on the successful family comedy, "Snow Day."

A 22-year production and development veteran, Hecht's creative leadership and expertise have produced many of the biggest successes the network has enjoyed, including "SpongeBob SquarePants" and "Dora, The Explorer." Now at Spike TV, he oversees the first cable network for men, which is now available in over 86 million homes.

GINA SHAY (Executive Producer) began her professional career in filmmaking as a production manager on Ralph Bakshis' and Paramount Pictures' feature film "Cool World." Shay then served as associate producer on two Disney films, "Pooh's Grand Adventure, The search for Christopher Robin" and "Pocahontas: Journey to a New World."

While at Universal Studios she worked on the two and three-dimensional virtual attraction "The Spiderman Ride" for Universal Studios Theme Park. Shay was then the line producer on the highly acclaimed, award-winning, CG animated feature film "South Park: Bigger, Longer & Uncut" where her responsibilities included putting together a digital animation studio in just two months time in order to accommodate the feature's demanding production schedule. She then served as co-producer on the successful, Oscar®-nominated, Paramount Pictures' and Nickelodeons Movies' first 3-D animated feature film, "Jimmy Neutron: Boy Genius."

Shay attended Pratt Institute of Art in Brooklyn. She currently resides in Los Angeles with her husband and son.

JERZY ZIELINSKI, A.S.C. (Director of Photography) has numerous movie credits in his impressive filmography, some of which include "Dodgeball," "The Lizzie McGuire Movie," "Who is Cletis Tout?," "Bubble Boy," "Galaxy Quest," "The Third Miracle," "Home Fries," "That Darn Cat," "Powder," "Houseguest," "The Secret Garden," "January Man," the short Academy Award®-nominated "Little Surprises," and the television shows "Monk" and "A.T.F."

NICK JENNINGS (Production Designer) developed the visual style and worked as background supervisor on "Rock's Modern Life," Nickelodeon's first in house animated series. He also worked as a background Artist on "Hey Arnold!" and as a background supervisor on "Angry Beavers" and "CatDog."

As art director on the "SpongeBob SquarePants" animated series, Jennings worked closely with creator Stephen Hillenburg to develop the visual style for the show. Having a career in animation that spans over a decade, he has been involved with countless pilots for Disney, Renegade, Hyperion, and Nickelodeon Studios.

ALAN SMART (Supervising Animation Director) served in the same capacity on the television series since its inception. Before working on "SpongeBob SquarePants," Smart worked on "The Simpsons," "The Critic," "Rocko's Modern Life," "Catdog," "Ren and Stimpy," "The Little Mermaid" (original movie) and "Family Dog" (original TV special).

LYNN HOBBS (Editor) also worked as editor on all three seasons of the "SpongeBob" television series. Her credits include the animated series of "Spawn" for HBO and Fox's live show with puppets "Mr. Potato Head." In addition, Hobbs has edited various live action independent features, including "My Life with Morressey," "Border to Border" and Roger Cormans, "Terminal Virus."

Hobbs' early experience was as a visual FX editor on films such as "Eraser," "Batman and Robin," "My Fellow Americans" and for the 70mm 3D ride film, "Duck Dodgers." She graduated from San Francisco State University with a BA in Film Production in 1991, then worked as a post production supervisor for an independent film company.

GREGOR NARHOLZ (Composer) has been hailed by renowned bandleader Les Brown as "surely one of the leading European composers of the young generation who will bring new impulses to Hollywood." His credits include original scores for feature films, shorts and documentaries, and Narholz has also produced an oeuvre of more than 700 production-music compositions, which are licensed worldwide.

Narholz orchestrates all his own work and is an accomplished conductor who is co-founder and co-director of the Budapest Film Orchestra. He was born in Austria and completed his graduate studies in Classical Composition and Conducting at the Richard Strauss Konservatorium in Munich.

He then completed the graduate program in Scoring for Motion Pictures & Television at USC, which honored him with the BMI Music Award in 1995. In1993, Narholz received the STEMRA award for his score to "Boskalis."

Narholz lives in Los Angeles, and maintains studios in both Los Angeles and Munich. His credits include original dramatic scores for "The Heritage," "Kaante," AANTE," "The Leaving," "Millionaire Dogs," "Almost," "Sinbad: Battle of the Dark Knights," Oliver Stone's "Nixon," "The Cable Guy," "Welcome to the Dollhouse," "On Deadly Ground," "Aspen Extreme," Jenny's War," among others.

KARYN RACHTMAN (Executive Music Producer) is one of the most sought after independent Music Supervisors in the industry. She considers herself incredibly lucky to have worked on some of the best films of our time, including "Boogie Nights," "Bulworth," "Clueless," "Desperado," "Reality Bites," "Get Shorty," "Grace of my Heart," "Pulp Fiction," "Reservoir Dogs," "Laurel Canyon" and "Holes."

In 1994, after years of working as an independent Music Supervisor Rachtman decided to accept an offer from Capitol Records to become the Vice President of Soundtrack and A&R. She then left her post at Capitol to spearhead a new soundtrack division at Interscope Records. There, among others, she produced the soundtrack for Nickelodeon's feature film "Rugrats: The Movie," setting a new standard for children's movie soundtracks. While at Interscope, Rachtman also acquired the rights and oversaw a number of other soundtracks, including Mike Judge's "Office Space" and Baz Lurhman's "Moulin Rouge."

Rachtman took a year off from the world of music in film to pursue her belief that music can not only inspire today's youth, but also encourage and teach children. With this idea, she created the series "Hip Kid Hop," in which the likes of LL Cool J, Doug E. Fresh, Shaggy and Common wrote children's books and recorded an accompanying CD single, thereby teaching kids a valuable life lesson while promoting reading as they "read and rap-a-long." The series distributed by Scholastic, Inc. through out the world has great success and much critical acclaim.

SHERM COHEN (Lead Storyboard Artist) was a director and writer for the "SpongeBob SquarePants" television series, beginning in its first season, in 1999. Cohen has also been a writer for another Nickelodeon hit, "Hey Arnold!" He was a storyboard artist last year for "My Life With Morrissey."

NOTES

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